

Exhibit D

E-Filed on 08/2/07

1 **DIAMOND MCCARTHY LLP**
 2 909 Fannin, Suite 1500
 Houston, Texas 77010
 Telephone (713) 333-5100
 Facsimile (713) 333-5199

3 Allan B. Diamond, TX State Bar No. 05801800
 Email: adiamond@diamondmccarthy.com
 Eric D. Madden, TX State Bar No. 24013079
 Email: emadden@diamondmccarthy.com

4 Special Litigation Counsel for USACM Liquidating Trust

1 **LEWIS AND ROCA LLP**
 2 3993 Howard Hughes Parkway, Suite 600
 Las Vegas, NV 89169-5996
 Telephone (702) 949-8320
 Facsimile (702) 949-8321

3 Susan M. Freeman, AZ State Bar No. 004199
 Email: sfreeman@lrlaw.com
 Rob Charles, NV State Bar No. 006593
 Email: rcharles@lrlaw.com

4 Counsel for USACM Liquidating Trust

5 **UNITED STATES BANKRUPTCY COURT**
 6 **DISTRICT OF NEVADA**

7 In re:
 USA COMMERCIAL MORTGAGE COMPANY,

8 Debtor.

9 Case Nos.:
 BK-S-06-10725-LBR
 BK-S-06-10726-LBR
 BK-S-06-10727-LBR
 BK-S-06-10728-LBR
 BK-S-06-10729-LBR

10 In re:
 USA CAPITAL REALTY ADVISORS, LLC,

11 Debtor.

12 JOINTLY ADMINISTERED
 Chapter 11 Cases

13 In re:
 USA CAPITAL DIVERSIFIED TRUST DEED FUND,
 LLC,

14 Debtor.

15 Judge Linda B. Riegle

16 In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,

17 Debtor.

18 In re:
 USA SECURITIES, LLC,

19 Debtor.

20 Affects:
 All Debtors
 USA Commercial Mortgage Company
 USA Capital Realty Advisors, LLC
 USA Capital Diversified Trust Deed Fund, LLC
 USA Capital First Trust Deed Fund, LLC
 USA Securities, LLC

21 USACM LIQUIDATING TRUST,

22 Plaintiff,

23 v.

24 SALVATORE J. REALE, INDIVIDUALLY and as
 TRUSTEE OF THE SALVATORE J. REALE
 REVOCABLE TRUST,

25 Defendant.

26 **Adversary No. 06-01251**

27 **DECLARATION OF GEOFFREY
 L. BERMAN IN SUPPORT OF
 USACM LIQUIDATING TRUST'S
 RESPONSE TO EVIDENTIARY
 OBJECTIONS AND LIMITED
 SUR-REPLY**

28 Hearing Date: August 7, 2007
 Hearing Time: 9:30 a.m.

1 Geoffrey L. Berman declares under penalty of perjury:

2 1. I am an adult person competent to testify in court. I make the following statements
3 based upon my personal knowledge except where otherwise indicated.

4 2. I am the Trustee of the USACM Liquidating Trust (the "Trust") pursuant to the
5 Court's Order Confirming the "Debtors' Third Amended Joint Chapter 11 Plan of
6 Reorganization" (the "Plan"), which was entered on January 8, 2007 at Docket No. 2376.

7 3. Since I was selected as the Trustee, subject to entry of the confirmation order, I
8 have spent significant time familiarizing myself with the assets and liabilities of the Trust as
9 successor to USA Commercial Mortgage Company ("USACM"). I have also spent substantial
10 time familiarizing myself with pending disputes, including the claims asserted in this proceeding.

11 4. As the Trustee, I am the custodian of records of the Trust. The Trust holds the
12 business records of USACM as its successor under the Plan. The following statements are based
13 upon those business records.

14 5. On September 15, 2003, USA Capital Diversified Trust Deed Fund, LLC
15 ("DTDF") transferred \$2,100,000.00 to First American Title. Attached hereto as Exhibit "A" are
16 relevant portions of DTDF bank statements reflecting this wire transfer.

17 6. According to a letter dated September 15, 2003 from Thomas Rondeau to First
18 American Title, DTDF transferred the \$2.1 million in order to purchase the promissory note and
19 deed of trust for what has been referred to in this case as the Shadroc loan. This letter also
20 instructs the title company to deliver \$2.05 million of such funds to USA Investment Partners,
21 LLC ("USAIP") as an advance under what has been referred to in this case as the Reale Note.
22 Reale's notarized signature appears on this letter. Attached hereto as Exhibit "B" is a copy of this
23 letter.

24 7. On September 18, 2003, USAIP received a wire transfer of \$2.05 million.
25 Attached hereto as Exhibit "C" are relevant portions of USAIP bank statements reflecting the
26 receipt of this wire transfer.

1 Reale's notarized signature appears on this letter. Attached hereto as Exhibit "B" is a copy of this
2 letter.

3 7. On September 18, 2003, USAIP received a wire transfer of \$2.05 million.
4 Attached hereto as Exhibit "C" are relevant portions of USAIP bank statements reflecting the
5 receipt of this wire transfer.

6 8. On March 2, 2004, USACM received \$3,743,479.77 in its Collections Trust
7 Account. Attached hereto as Exhibit "D" are relevant portions of a bank statement reflecting the
8 receipt of such funds in the Collections Trust Account. It is my understanding that these funds
9 represented repayment of the Shadroc loan.

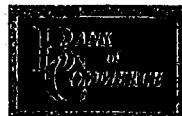
10 9. USACM then disbursed \$1,257,088.45 and \$2,100,000.00 from its Collections
11 Trust Account to DTDF on April 23, 2004 and June 8, 2004, respectively. Attached hereto as
12 Exhibits "E" and "F," respectively, are relevant portions of USACM bank statements reflecting
13 these disbursements and DTDF bank statements reflecting its receipt of such disbursements. It is
14 my understanding that these disbursements were made in connection with DTDF's interest in the
15 Shadroc loan.

16 I declare under penalty of perjury that the foregoing is true and correct.

17
18 Executed on August 2, 2007, at Los Angeles, California.

19
20 
Geoffrey L. Berman, Trustee
gberman@dsi.biz
Development Specialists, Inc.
333 South Grand Avenue, Suite 4070
Los Angeles, California 90007-1544

EXHIBIT C



005 01 01 PAGE: 1
DATE: 09/30/03 ACCOUNT: 10303709

PO BOX 98255 • LAS VEGAS, NV 89193
(702) 307-9800

USA INVESTMENT PARTNERS LLC
4484 S PELOS
LAS VEGAS NV 89121

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VISIT OUR NEW BRANCH LOCATION AT 5251 S. DECATUR BLVD.
AT THE CORNER OF "DECATUR AND HACIENDA"

ANALYZED BUS. CHKING ACCOUNT 10303709

		LAST STATEMENT 08/29/03	156,429.64
MINIMUM BALANCE	1,950.30	10 CREDITS	4,413,569.99
AVERAGE BALANCE	505,210.61	46 DEBITS	3,999,893.44
		THIS STATEMENT 09/30/03	570,106.19

DEPOSITS					
REF #	DATE	AMOUNT	REF #	DATE	AMOUNT
09/03	38,431.66		09/23	2,255.48	
09/03	100,000.00		09/24	15,000.00	
09/16	1,642.50		09/26	1202,040.35	

OTHER CREDITS					
DESCRIPTION			DATE	AMOUNT	
INCOMING WIRE			09/05	400,000.00	
INCOMING WIRE			09/18	2050,000.00	
INCOMING WIRE			09/26	500,000.00	

CHECKS					
CHECK #	DATE	AMOUNT	CHECK #	DATE	AMOUNT
2169*09/03	4,305.56	2199 09/09	11,194.44	2212 09/22	131.25
2189 09/02	1,199.23	2200 09/09	51,039.09	2213 09/22	35.00
2190 09/02	3,333.33	2201 09/11	4,305.56	2214*09/22	42.00
2191*09/03	3,498.21	2202 09/08	862.50	2216 09/26	3,285.00
2193 09/10	5,273.76	2203 09/08	216.00	2217 09/22	1120,000.00
2194 09/04	2,746.08	2204 09/17	1,642.91	2218 09/19	25,000.00
2195 09/02	3,498.21	2205*09/15	1,331.09	2219 09/19	215,000.00
2196 09/08	750.00	2209 09/15	621.39	2220 09/26	24,150.50
2197 09/05	73,530.14	2210 09/15	156.00	2221*09/26	6,979.07
2198 09/08	5,000.00	2211 09/17	50.00	2223 09/26	2,378.54

* * * C O N T I N U E D * * *



HMA/SAL 004292

NOTICE: SEE REVERSE SIDE FOR IMPORTANT INFORMATION